

Francesca's Holdings CORP  
 Form 4/A  
 March 28, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Malik Khalid Mir

(Last) (First) (Middle)

C/O FRANCESCA'S HOLDINGS CORPORATION, 8760 CLAY ROAD

(Street)

HOUSTON, TX 77080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Francesca's Holdings CORP [FRAN]

3. Date of Earliest Transaction (Month/Day/Year)

03/14/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

03/16/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Administrative Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (1) (2) or Price (D)		
Common Stock	03/14/2017		A		10,190 (1) (2) \$ 0 167,888	D	
Common Stock	03/14/2017		A		9,585 (1) (3) \$ 0 177,473	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Malik Khalid Mir  
C/O FRANCESCA'S HOLDINGS CORPORATION  
8760 CLAY ROAD  
HOUSTON, TX 77080

Chief Administrative Officer

## Signatures

/s/ Kal Malik

03/28/2017

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This Form 4 is being filed to correct the number of shares previously reported on a Form 4 as eligible to be received by the Reporting Person based upon the achievement of certain performance goals during fiscal year 2016.

In March 2015, the Reporting Person was granted a performance stock award to potentially earn between 0% and 150% of the target number of shares upon the achievement of pre-established level of earnings per share ("EPS") and net sales growth ("Net Sales Growth") goals. The shares subject to the award are divided into three equal tranches with respect to each of fiscal year 2015, 2016 and 2017. Fifty percent of the target number of shares subject to the award vest based upon the achievement of the EPS goal and the remaining fifty percent vest based upon the achievement of the Net Sales Growth goal. On March 14, 2017, the Issuer's Compensation Committee determined that, based upon the achievement of these metrics during fiscal year 2016, the Reporting Person is eligible to receive 10,190 shares for that fiscal year. To receive these shares, the Reporting Person must be continuously employed by the Issuer through the third anniversary of the grant date.

- (3) In April 2014, the Reporting Person was granted a performance stock award to potentially earn between 0% and 150% of the target number of shares upon the achievement of pre-established level of EPS and Net Sales Growth goals. The shares subject to the award are divided into three equal tranches with respect to each of fiscal year 2014, 2015 and 2016. Fifty percent of the target number of shares subject to the award vest based upon the achievement of the EPS goal and the remaining fifty percent vest based upon the achievement of the Net Sales Growth goal. On March 14, 2017, the Issuer's Compensation Committee determined that, based upon the achievement of these metrics during fiscal year 2016, the Reporting Person is eligible to receive 9,585 shares for that fiscal year. To receive these shares,

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the Reporting Person must be continuously employed by the Issuer through the third anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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